

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Skin Star, Inc.		06/05/2007	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	Carol Cole Company		
Street Address:	147 Basil Street		
City:	Encinitas		
State/Country:	CALIFORNIA		
Postal Code:	92024		
Entity Type:	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	3067256	NUFACE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	619.235.8550		
Email:	efiling@kmob.com		
Correspondent Name:	Cynthia Arko		
Address Line 1:	550 West C Street, Suite 1200		
Address Line 2:	KNOBBE, MARTENS, OLSON & BEAR LLP		
Address Line 4:	San Diego, CALIFORNIA 92101		
ATTORNEY DOCKET NUMBER:	CRLCL.012T		
NAME OF SUBMITTER:	Cynthia Arko		
Signature:	/Cynthia Arko/		
Date:	04/10/2008		

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Total Attachments: 4

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**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 07 2007

DEBRA BOWEN  
Secretary of State

A0661931

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JUN 06 2007

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SKIN STAR, INC

Carole A Cole hereby certifies that:

ONE: She is the duly elected and acting President and Secretary of Skin Star, Inc, a California corporation

TWO: The Articles of Incorporation of the corporation are hereby amended and restated to read as follows:

ARTICLE I

The name of this corporation is Carol Cole Company.

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code

ARTICLE III

(a) This corporation is authorized to issue only one class of shares of stock, designated "Common Stock" The total number of shares which this corporation shall have authority to issue is 10,000,000

(b) Upon the effectiveness of these Amended and Restated Articles of Incorporation, each outstanding share is split into sixteen hundred (1600) shares

ARTICLE IV

The Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the corporation, subject to the restrictions set forth in Section 212(a) of the California Corporations Code relating to the number of directors and any restrictions upon the exercise of such powers imposed by any Bylaws of the corporation

ARTICLE V

Meetings of shareholders may be held within or without the State of California, as the Bylaws of the corporation may provide The books of the corporation may be kept outside the State of California at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation

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## ARTICLE VI

Election for directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins or unless the bylaws so require.

## ARTICLE VII

An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws.

## ARTICLE VIII

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

This corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law and in excess of that otherwise permitted under Section 317 of the California Corporations Code.

Any amendment, repeal or modification of the foregoing provisions of this Article VIII by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of the corporation existing at the time of such amendment, repeal or modification.

\* \* \*

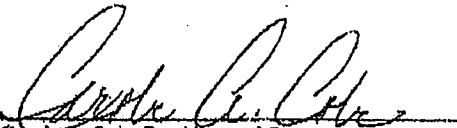
THREE: The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

FOUR: The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the holders of the requisite number of shares of this corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares of this corporation is 2,000. The number of shares voting in favor of the foregoing amendment and restatement equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock.

*[Signature Page to Follow]*

The undersigned, Carole A. Cole, the President and Secretary of the corporation, declares under penalty of perjury under the laws of the State of California that the matters set out in the foregoing certificate are true and correct of her own knowledge.

Executed at Encinitas, California, on June 5, 2007.

  
Carole A. Cole, President and Secretary

